

FIRST AMENDED AND RESTATED
"ARTICLES OF INCORPORATION"
OF
NORTHERN KENTUCKY FLY FISHERS, INC.

The NORTHERN KENTUCKY FLY FISHERS, INC., a Kentucky corporation(GROUP NO. 1618), by resolution of its Board of Directors and as voted upon and approved by 89.7% of the quorum of members of the organization voting at the December 5th, 1996 general meeting; pursuant to the Articles of Incorporation for which is of record at Misc. Book 23, Page 506, of the Campbell County Clerk's records at Newport, Kentucky: HEREBY AMENDS SAID ARTICLES:

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being more than twenty-one (21) years of age and desiring to establish a Corporation under and pursuant to the provisions of Chapter 273.160 et. seq. of the Kentucky Revised Statutes, do hereby publish and declare these Articles of Incorporation.

ARTICLE I (Did NOT Change)

The name of said Corporation shall be the NORTHERN KENTUCKY FLY FISHERS, INC., and its principal place of business shall be 604 Highland Trace, Highland Heights, Kentucky 41076.

ARTICLE II (Did NOT Change)

The duration of the Corporation shall be perpetual, unless dissolved or terminated as provided by law.

ARTICLE III (Was changed to read as follows)

This Corporation is a nonprofit, domestic corporation to be organized exclusively for educational and conservation purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose for which it is organized are as follows:

To promote interest through education in the sport of flyfishing and all related subjects including, but not limited to, fly-casting, fly-tying, rod-building, net-building and to assist in the protection and improvement of natural resources which have a direct relationship to flyfishing by arranging meetings, conferences and related educational activities for its members and the public.

ARTICLE IV (Did NOT Change)

The agent for the service of process of the Corporation shall be Michael J. Arnold, 604 Highland Trace, Highland Heights, Kentucky 41076. 604 Highland Trace, Highland Heights, Kentucky 41076 shall also be the registered office of the Corporation for service of process.

ARTICLE V (Did NOT Change)

There are no authorized shares of stock in the Corporation as it is a non-stock, nonprofit Corporation.

ARTICLE VI (Did NOT Change)

The number of Directors constituting the initial Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as Directors, until the first annual meeting, are:

<u>NAMES</u>	<u>ADDRESSES</u>
Michael J. Arnold	604 Highland Trace Highland Heights, KY 41076
Keith Haungs	2712 E Towers Dr #110 Cincinnati, OH 45238
Keith Stratton	151 Holiday Ln Ft Thomas, KY 41076
Robert Tubesing	R R 1, Box B28 Crittenden, KY 41030
William Vaughan	999 Tribble Rd Lawrenceburg, IN 47025
Robert Wiechman	25 Lake St Ft Wright, KY 41011
John Zulager	3521 Mary St Erlanger, KY 41018

ARTICLE VII (Was Added and reads as follows)

No part of the net earnings shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth above in Article III.

ARTICLE VIII (Was Added and reads as follows)

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IX (Was Added and reads as follows)

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

- A. A corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or
- B. A corporation, contributions to which are deductible under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X (Was Added and reads as follows)

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code subject only to any Order of a Court of competent jurisdiction.

